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SUPERIOR COURT OF THE STATE OF CALIFORNIA
IN AND FOR THE CITY AND COUNTY OF SAN FRANCISCO
UNLIMITED JURISDICTION

INDEPENDENT PHARMACY)	No. CV-08-0788 JL
COOPERATIVE,)	
)	
Plaintiff,)	
)	AMENDED
vs.)	ANSWER FOR
)	DEFENDANTS AMG
AMG PHARMACY, INC., et al.)	<u>AND LYUSTIN</u>
)	REQUEST FOR JURY
Defendants.)	TRIAL
)	

TO THE PLAINTIFFS:

COMES NOW THE Defendant AMG Pharmacy, Inc. and alleges as follows:

1. As to the allegations of Paragraph 1 of the Plaintiff's Complaint, the Defendants possess no information or belief and, based thereon, deny each and every allegation of the Plaintiffs' complaint, conjunctively and disjunctively, singularly and together and jointly and severally.

2. Defendants admit the allegations of Paragraphs 2 & 3 of the Plaintiff's complaint, except that AMG is not currently selling

pharmaceutical products, which allegation is denied.

3. As to the allegations of Paragraph 4 of the Plaintiff's Complaint, the Defendants possess no information or belief and, based thereon, deny each and every allegation of the Plaintiffs' complaint, conjunctively and disjunctively, singularly and together and jointly and severally.

4. There is no paragraph 5 to the Plaintiff's complaint.

5. As to the allegations of Paragraph 6 of the Plaintiff's Complaint, the Defendants possess no information or belief and, based thereon, deny each and every allegation of the Plaintiffs' complaint, conjunctively and disjunctively, singularly and together and jointly and severally.

6. As to the allegations of Paragraph 7 of the Plaintiff's Complaint, the Defendants possess no information or belief and, based thereon, deny each and every allegation of the Plaintiffs' complaint, conjunctively and disjunctively, singularly and together and jointly and severally.

7. As to the allegations of Paragraph 8 of the Plaintiff's Complaint, the Defendants possess no information or belief and, based thereon, deny each and every allegation of the Plaintiffs' complaint, conjunctively and disjunctively, singularly and together and jointly and severally.

8. As to the allegations of Paragraph 9 of the Plaintiff's Complaint, the Defendants possess no information or belief and, based thereon, deny each and every allegation of the Plaintiffs' complaint, conjunctively and disjunctively, singularly and together and jointly and severally.

9. As to the allegations of Paragraph 10 of the Plaintiff's Complaint, the Defendants possess no information or belief and, based thereon, deny each and every allegation of the Plaintiffs' complaint, conjunctively and disjunctively, singularly and together and jointly and severally.

10. As to the allegations of Paragraph 11 of the Plaintiff's Complaint, the Defendants possess no information or belief and, based thereon, deny each and every allegation of the Plaintiffs' complaint, conjunctively and disjunctively, singularly and together and jointly and severally.

11. As to the allegations of Paragraph 12 of the Plaintiff's Complaint, the Defendants possess no information or belief and, based thereon, deny each and every allegation of the Plaintiffs' complaint, conjunctively and disjunctively, singularly and together and jointly and severally.

12. As to the allegations of Paragraph 13 of the Plaintiff's Complaint, the Defendants possess no information or belief and, based thereon, deny each and every allegation of the Plaintiffs' complaint, conjunctively and disjunctively, singularly and together and jointly and severally.

13. As to the allegations of Paragraph 14 of the Plaintiff's Complaint, the Defendants possess no information or belief and, based thereon, deny each and every allegation of the Plaintiffs' complaint, conjunctively and disjunctively, singularly and together and jointly and severally.

COUNT I

14. Paragraph 15 of the Plaintiff's complaint is composed

entirely of paragraphs incorporated by reference from previous portions of the complaint. The Defendants have responded to these paragraphs previously and incorporate those responses as though fully set forth here.

15. As to the allegations of Paragraph 16 of the Plaintiff's Complaint, the Defendants deny each and every allegation of the Plaintiffs' complaint, conjunctively and disjunctively, singularly and together and jointly and severally.

16. As to the allegations of Paragraph 17 of the Plaintiff's Complaint, the Defendants possess no information or belief and, based thereon, deny each and every allegation of the Plaintiffs' complaint, conjunctively and disjunctively, singularly and together and jointly and severally.

17. As to the allegations of Paragraph 18 of the Plaintiff's Complaint, the Defendants possess no information or belief and, based thereon, deny each and every allegation of the Plaintiffs' complaint, conjunctively and disjunctively, singularly and together and jointly and severally.

18. As to the allegations of Paragraph 19 of the Plaintiff's Complaint, the Defendants possess no information or belief and, based thereon, deny each and every allegation of the Plaintiffs' complaint, conjunctively and disjunctively, singularly and together and jointly and severally.

19. As to the allegations of Paragraph 20 of the Plaintiff's Complaint, the Defendants possess no information or belief and, based thereon, deny each and every allegation of the Plaintiffs' complaint, conjunctively and disjunctively, singularly and together and jointly and

severally.

COUNT II

20. Paragraph 21 of the Plaintiff's complaint is composed entirely of paragraphs incorporated by reference from previous portions of the complaint. The Defendants have responded to these paragraphs previously and incorporate those responses as though fully set forth here.

21. As to the allegations of Paragraph 22 of the Plaintiff's Complaint, the Defendants deny each and every allegation of the Plaintiffs' complaint, conjunctively and disjunctively, singularly and together and jointly and severally.

22. As to the allegations of Paragraph 23 of the Plaintiff's Complaint, the Defendants deny each and every allegation of the Plaintiffs' complaint, conjunctively and disjunctively, singularly and together and jointly and severally.

23. As to the allegations of Paragraph 24 of the Plaintiff's Complaint, the Defendants possess no information or belief and, based thereon, deny each and every allegation of the Plaintiffs' complaint, conjunctively and disjunctively, singularly and together and jointly and severally.

24. As to the allegations of Paragraph 25 of the Plaintiff's Complaint, the Defendants possess no information or belief and, based thereon, deny each and every allegation of the Plaintiffs' complaint, conjunctively and disjunctively, singularly and together and jointly and severally.

25. As to the allegations of Paragraph 26 of the Plaintiff's Complaint, the Defendants possess no information or belief and, based

thereon, deny each and every allegation of the Plaintiffs' complaint, conjunctively and disjunctively, singularly and together and jointly and severally.

COUNT III

26. Paragraph 27 of the Plaintiff's complaint is composed entirely of paragraphs incorporated by reference from previous portions of the complaint. The Defendants have responded to these paragraphs previously and incorporate those responses as though fully set forth here.

27. As to the allegations of Paragraph 28 of the Plaintiff's Complaint, the Defendants possess no information or belief and, based thereon, deny each and every allegation of the Plaintiffs' complaint, conjunctively and disjunctively, singularly and together and jointly and severally.

28. As to the allegations of Paragraph 29 of the Plaintiff's Complaint, the Defendants possess no information or belief and, based thereon, deny each and every allegation of the Plaintiffs' complaint, conjunctively and disjunctively, singularly and together and jointly and severally.

29. As to the allegations of Paragraph 30 of the Plaintiff's Complaint, the Defendants possess no information or belief and, based thereon, deny each and every allegation of the Plaintiffs' complaint, conjunctively and disjunctively, singularly and together and jointly and severally.

30. As to the allegations of Paragraph 31 of the Plaintiff's Complaint, the Defendants possess no information or belief and, based thereon, deny each and every allegation of the Plaintiffs' complaint,

conjunctively and disjunctively, singularly and together and jointly and severally.

FURTHER, AND AS AFFIRMATIVE DEFENSES, THE DEFENDANTS ALLEGE:

FIRST AFFIRMATIVE DEFENSE

1. The complaint fails to state an adequate claim for relief.

SECOND AFFIRMATIVE DEFENSE

2. The Plaintiffs' complaint is barred by the doctrine of estoppel and waiver, because the Plaintiffs have failed and refused to perform their obligations under the alleged agreement.

THIRD AFFIRMATIVE DEFENSE

3. The Plaintiffs' complaint is barred by the doctrine of unclean hands, because of their breaches of the alleged agreement as set forth in the preceding paragraph.

FOURTH AFFIRMATIVE DEFENSE

4. The Defendants are entitled to a setoff under §§ 431.70 and 483.015 of the California Code of Civil Procedure, for damages caused by the Plaintiffs' failure to perform their duties under of the alleged agreement according to proof.

FIFTH AFFIRMATIVE DEFENSE

5. The Defendants are entitled to a reformation of the alleged agreement to clarify the obligations of the Plaintiffs under that alleged agreement.

The Defendants have not completed the investigation and review of this case and seeks leave to amend this list of affirmative defenses when additional defenses may become known.

WHEREFORE, the Defendants pray:

1. That the Plaintiffs take nothing by their complaint; or
2. For reformation of the alleged agreement to completely and correctly reflect the terms and conditions thereof;
3. For costs of suit and attorneys fees if allowed by contract; and
3. For such other and further relief as the Court may deem just and proper.

DATED this 23rd day of March, 2008.

/s/ Orrin L. Grover

ORRIN LEIGH GROVER
Attorney for Defendants

REQUEST FOR JURY TRIAL

The defendants, and each of them, hereby request trial by jury of this case.

DATED this 23rd day of March, 2008.

/s/ Orrin L. Grover

ORRIN LEIGH GROVER
Attorney for Defendants

CERTIFICATE OF SERVICE
[mail]

I, the undersigned, declare that I am over 18 years of age; that my business address is 416 Young, Woodburn, Oregon 97071 and that I am not a party to the within action. I served the foregoing pleading on the following attorney of record in this action at the address noted hereunder:

Adam Starr, Esquire
Greenberg, Taurig, LLP
2450 Colorado Avenue, Suite 400E
Santa Monica, CA 90404

by mailing a true copy thereof, contained in a sealed envelope with postage fully prepaid, to the address set forth above on the date set forth below.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed on March 23, 2008.

DATE: March 23, 2008.

/s/ Orrin L. Grover